W. R. GRACE & CO. & SUBSIDIARIES

GRACE KOREA INC. 65-0773649 Form 5471 (Rev. 1-99) Page 2 U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.) Schedule B (C) Number of shares held at beginning of annual accounting period (d) Number of shares held at end of annual accounting period (b) Description of each class of stock held by shareholder (e) Pro rata share of subpart F income (enter as a percentage) (a) Name, address, and identifying number of shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).) *W.R.GRACE &CO.-CONN COMMON 1,045,788 1,045,788 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230 *A WHOLLY OWNED DOMESTIC SUBSIDIARY OF W.R. GRACE & CO.

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

100

			Т-	Functional Currency	U.S. Dollars
	1a	Gross receipts or sales	1a	 	
	b		1b	22,179,863,627.	19,518,280.
	C	Subtract line 1b from line 1a	1c	522,750,527.	460,020.
	2	Cost of goods sold	2	21,657,113,100.	19,058,260.
	3	Gross profit (subtract line 2 from line 1c).		14,315,047,648.	12,597,241.
Income	4	Dividende	3	7,342,065,452.	6,461,019.
	5	Dividends	4		
	6	Interest	5	142,107,124.	125,054.
	7	Gross rents, royalties, and license fees	6	46,040,268.	40,515.
	8	Net gain or (loss) on sale of capital assets	7		
		Other income (attach schedule)	8	-227,928,892.	-200,578.
	9	Total income (add lines 3 through 8)	9	7,302,283,952.	6,426,010.
	10	Compensation not deducted elsewhere	10	1,834,268,828.	1,614,157.
	11	Rents, royalties, and license fees	11	814,576,789.	716,829.
	12	Interest	12		
Deduc-	13	Depreciation not deducted elsewhere	13	217,137,419.	191,081.
tions	14	Depletion	14	, , , , , , , , , , , , , , , , , , , ,	131,001.
	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15	20,630,990.	18,155.
	16	Other deductions (attach schedule exclude provision for income, war profits, and		20,030,550.	18,155.
		excess profits taxes)	16	7 644 006 750	
	17	Total deductions (add lines 10 through 16)	17	1,644,086,758.	1,446,796.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the	77.78.8	4,530,700,784.	3,987,018.
		provision for income, war profits, and excess profits taxes (subtract line 17			
		from line 9)			
Vet	19	Extraordinary items and prior povind adjustments (as a justiment)	18	2,771,583,168.	2,438,992.
ncome	20	Extraordinary items and prior period adjustments (see instructions)	19		
	20	Provision for income, war profits, and excess profits taxes (see instructions)	20	866,700,706.	762,696.
	21	Current year net income or (loss) nor hooks (line 49 plus line 49 prime line on)			
CAA		Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	1,904,882,462.	1,676,296.

W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99) GRACE KOREA INC.

65-0773649

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		Profits Taxes Paid or Accrued (See page 4 of instructions.) Amount of tax			
(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars		
U.S.					
2 KOREA	794,849,836.	0.0008520	677,212		
3					

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	1,275,360.	1,519,309.
2a	Trade notes and accounts receivable.	2a	4,661,075.	5,091,313.
b	Less allowance for bad debts	2b	(-438,179.)	
3	Inventories	3	2,414,905.	1,886,998.
4	Other current assets (attach schedule)SEE.STATEMENT. 3	4	44,343.	100,370.
5	Loans to stockholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7	570,589.	551,762.
8a	Buildings and other depreciable assets	8a	1,974,816.	1,797,740.
b	Less accumulated depreciation	8b	(1,014,177.)	
9a	Depletable assets	9a	· · · · · · · · · · · · · · · · · · ·	()
b	Less accumulated depletion	9b	((
10	Land (net of any amortization)	10	, , , ,	, , , , , , , , , , , , , , , , , , , ,
11	Intangible assets:			
а	Goodwill	11a		2,639,292.
b	Organization costs	11b		270007202.
	Patents, trademarks, and other intangible assets	11c		,
d	Less accumulated amortization for lines 11a, b, and c	11d	((10,968.)
12	Other assets (attach schedule)SEE.STATEMENT.5	12	142,596.	19,931.
			112/330.	10,001.
13	Total assets	13	10,507,686.	13,022,510.
	Liabilities and Stockholders' Equity			13,022,310.
	Equity			
14	Accounts payable	14	278,323.	662,212.
15	Other current liabilities (attach schedule)	15	2,139,936.	3,505,966.
	Loans from stockholders and other related persons	16	2,130,030.	3,303,366.
17	Other liabilities (attach schedule)	17	209,607.	183,195.
	Capital stock:		203,007.	103,193.
а	Preferred stock	18a		
b	Common stock	18b	4,611,925.	4,183,152.
	Paid-in or capital surplus (attach reconciliation)	19	0.	4,103,152.
20	Retained earnings	20	3,267,895.	4,487,985.
21	Less cost of treasury stock	21	7,201,655.	4,407,985.
	-	 -	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ 	()
22	Total liabilities and stockholders' equity	22	10,507,686.	13 000 510
	Does the foreign corporation have an interest in a partnership or trust?		10,507,686.	13,022,510.
CAA	9 54713 NTF 20512			Yes X No

W. R. GRACE & CO. & SUBSIDIARIES

_	nedule H Current Earnings and Profits (See page	5 of the instructions. Er	nter the amounts on lines	1 thro	Pag ough 5c in functio
	currency.)				0
ı	Current year net income or (loss) per foreign books of account.			1	1,904,882,46
!	Not add to the second of the s				
	Net adjustments made to line 1 to determine current	Net	11-4	7000	
	earnings and profits according to U.S. financial and tax	Additions	Net Subtractions		
_	accounting standards (see instructions):		Gabtiactions		
	Capital gains or losses				
b	Depreciation and amortization			7000	
ď	Depletion	· · · · · · · · · · · · · · · · · · ·			
d	Investment or incentive allowance				
e	Charges to statutory reserves				
f 	Inventory adjustments				
g	Taxes	71,850,870.			
n	Other (attach schedule) SEE .STATEMENT. 8	1.	0.		
	Total net additions	71,850,871.			
_	Total net subtractions		0.	7	
a	Current earnings and profits (line 1 plus line 3 minus line 4)			5a	1,976,733,3
D	DASTM gain or (loss) for foreign corporations that use DASTM (see	instructions)		5b	
2	Combine lines 5a and 5b			5c	1,976,733,33
a	Current earnings and profits in U.S. dollars (line 5c translated at the	exchange rate as defir	ned in section 989(b)		
	and the related regulations)(see instructions)		•	1	
				5d	1,739,52
-4	Enter exchange rate used for line 5d ▶		0 000880	٠	
cl	edule 1: Summary of Shareholder's Income Fro		0 000880	٠	
cl	edule 1 Summary of Shareholder's Income Fro	om Foreign Corpo	0.000880 pration (See page 5 of	٠	
cf	edule 1: Summary of Shareholder's Income From Subpart Fincome (line 40b, Worksheet A in the instructions)	om Foreign Corpo	0.000880 pration (See page 5 of	٠	
****	Subpart F income (line 40b, Worksheet A in the instructions)	m Foreign Corpo	0.000880 Pration (See page 5 of	the in	
	Subpart F income (line 40b, Worksheet A in the instructions)	om Foreign Corpo	0.000886 Dration (See page 5 of	the in	
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investigations.	om Foreign Corpo	0.000886 Dration (See page 5 of	the in:	1,739,52
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investigations)	om Foreign Corpo	0.000886 Dration (See page 5 of	the in:	
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investructions) Previously excluded export trade income withdrawn from investment	cuctions)stments (line 6b, Work	0.000880 Dration (See page 5 of	the in:	
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investructions) Previously excluded export trade income withdrawn from investment	cuctions)stments (line 6b, Work	0.000880 Dration (See page 5 of	the in:	
	Summary of Shareholder's Income From Subpart Fincome (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart Fincome withdrawn from qualified investmenting the instructions) Previously excluded export trade income withdrawn from investmenting the instructions)	cuctions)estments (line 6b, Work	o.000880 Pration (See page 5 of Sheet C in the (line 7b, Worksheet D	the in:	
	Summary of Shareholder's Income From Subpart Fincome (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart Fincome withdrawn from qualified investmenting the instructions) Previously excluded export trade income withdrawn from investmenting the instructions)	cuctions)estments (line 6b, Work	o.000880 Pration (See page 5 of Sheet C in the (line 7b, Worksheet D	1 2 3 4	
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investing instructions) Previously excluded export trade income withdrawn from investment in the instructions)	em Foreign Corpo	o.000886 Pration (See page 5 of Sheet C in the (line 7b, Worksheet D	the in:	
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investing instructions) Previously excluded export trade income withdrawn from investment in the instructions)	em Foreign Corpo	o.000886 Pration (See page 5 of Sheet C in the (line 7b, Worksheet D	the in:	structions.)
	Summary of Shareholder's Income From Subpart Fincome (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart Fincome withdrawn from qualified investmenting the instructions) Previously excluded export trade income withdrawn from investmenting the instructions)	em Foreign Corpo	o.000886 Pration (See page 5 of Sheet C in the (line 7b, Worksheet D	1 2 3 4	structions.)
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investing instructions) Previously excluded export trade income withdrawn from investment in the instructions) Factoring income Total of lines 1 through 5. Enter here and on your income tax return	em Foreign Corpo	O.000886 Pration (See page 5 of See page 5	the in: 1 2 3 4 5	structions.)
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investing instructions) Previously excluded export trade income withdrawn from investment in the instructions)	em Foreign Corpo	O.000886 Pration (See page 5 of See page 5	the in:	
	Subpart F income (line 40b, Worksheet A in the instructions) Earnings invested in U.S. property (line 17, Worksheet B in the instructions) Previously excluded subpart F income withdrawn from qualified investing instructions) Previously excluded export trade income withdrawn from investment in the instructions) Factoring income Total of lines 1 through 5. Enter here and on your income tax return	ection 989(b)(1))	O.000886 Pration (See page 5 of See page 5	the in: 1 2 3 4 5	structions.)

CAA **9 54714** NTF 20513

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SCHEDULE J (Form 5471) (Rev. January 1999)

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

► Attach to Form 5471.

OMB No. 1545-0704

Department of the Treasury Internal Revenue Service Name of person filing Form 5471 Identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

(GRACE KOREA INC.						
	Important. Enter	(a) Post-1986 Undistributed Earnings (post-86	(b) Pre-1987 E&P Not Previously Taxed (pre-87	(sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P
	currency.	section 959(c)(3) balance)	section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	(combine columns (a), (b), and (c))
1	Balance at beginning of year	3,345,733,567.	-8,121,836.				3,337,611,731.
2a	Current year E&P	1,976,733,333.					
b	Current year deficit in E&P						
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	5 222 466 000	0.121.026				
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year	5,322,466,900.	-8,121,836.	<u> </u>			
5a	Actual distributions or reclassifications of previously taxed E&P						
b	Actual distributions of nonpreviously taxed E&P						
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	5,322,466,900.	-8,121,836.				
7	Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	5,322,466,900.	-8,121,836.	0.	0.	0.	5,314,345,064.

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 1-99)

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SCHEDULE M (Form 5471)

Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

(Rev. January 1999) Department of the Treasury Internal Revenue Service

► Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471 Identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

GRACE KOREA INC.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this capacity.

Enter the relevant functional curren (a) Transactions		(c) Any domestic	(d) Any other foreign	(e) 10% or more U.S. shareholder of controlled	(f) 10% or more U.S.
foreign corporation	(b) U.S. person filing this return	corporation or partnership controlled by U.S. person filing this return	corporation or partnership controlled by U.S. person filing this return	shàréholder of controlled foreign corporation (other than the U.S. person filing this return)	shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade			The forest	person ming this return)	Toreign corporation
(inventory)	18,732.		838,157.		
2 Sales of property rights			· · · · · · · · · · · · · · · · · · ·		
(patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services			64,670.		
4 Commissions received			- 01/0/0.		
5 Rents, royalties, and license					
fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for					
insurance or reinsurance					
9 Add lines 1 through 8	10 722	_	000 000		
10 Purchases of stock in trade	18,732.	0.	902,827.	0.	0
(inventory)	4,397,444.		2 006 100		
11 Purchases of tangible property	4,337,444.		3,096,100.		
other than stock in trade					
12 Purchases of property rights	·				
(patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services.			62,586.		
14 Commissions paid					
15 Rents, royalties, and license	•				
fees paid	12 102				
iees paid	43,183.				
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	4,805,349.	0.	3,158,686.	0.	0
19 Amounts borrowed (enter the			0,130,000.	U .	0.
maximum loan balance during		i			
the year) see instructions					
20 Amounts loaned (enter the					
maximum loan balance during					
the year) see instructions					
For Panerwork Reduction Act Noti			<u> </u>		

For Paperwork Reduction Act Notice, see page 1 of the Instructions for Form 5471. 9 5471M1 NTF 20515A

Schedule M (Form 5471) (Rev. 1-99)

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000776 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES GRACE KOREA INC.

Statement 1 65-0773649

Tax Year Ended 12/31/2000

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Other Income

Description	Functional Currency	U.S. Dollars
OPERATING REVENUE OTHER INCOME	1,701,623 -229,630,515	1,497 -202,075
Total	-227,928,892	-200,578

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Statement 2 65-0773649

Tax Year Ended 12/31/2000

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Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION ADVERTISING GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS OPERATING COSTS UTILITIES REPAIRS AND MAINTENANCE INSURANCE SERVICE CHARGES AMORTIZATION CHARGES OTHER DEDUCTIONS INTER CORP OTHER EXP.	133,203,617 58,606,624 40,409,208 619,284,001 179,530,146 11,277,120 45,182,997 34,413,953 146,411,023 13,709,381 1,623,116 360,435,572	117,219 51,574 35,560 544,970 157,987 9,924 39,761 30,284 128,842 12,064 1,428 317,183
Total	1,644,086,758 ==========	1,446,796

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Statement 3 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH CURRENT DEFERRED TAXES	44,343	26,376 73,994
Total	44,343	100,370

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Statement 4 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	570,589	551,762
Total	570,589	551,762

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Statement 5 65-0773649

Tax Year Ended 12/31/2000

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Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES NON CURRENT DEFERRED TAXE	50,947 91,649	11,790 8,141
Total	142,596	19,931

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Statement 6 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE INCOME TAXES PAYABLE ACCRUED CURRENT LIABILITI OTHER CURRENT LIABILITIES INDEMNITIES, PENSIONS AND INTER CORPORATE BAL. WITH	721,246 727,728 394,923 91,799 -66,137 270,377	290,278 359,925 389,636 83,264 -43,986 2,426,849
Total	2,139,936	3,505,966

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Statement 7 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX	209,607	183,195
Total	209,607	183,195

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE KOREA INC.

Tax Year Ended 12/31/2000

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Other Net Additions (Schedule H, Line 2h)

Description
Amount

Other Net Additions
1

Total

Total

Form 5471	Information R	eturn of	U.S. Pe	ersor	ns With	1	(OMB No.	1545-0704
(Rev. January 1999)	Respect To Co			orpo	oration	S	Ţ	File In Du	plicate
· ,	Information furnished for the foreign	See separate I corporation's a	nstructions. nnual accounti	ina neri	nd (tax vear	required k	(see Wher	n and
Department of the Treasury Internal Revenue Service	section 898) (see instructions) begin	ning 01/01	L ,2000,	and end	ding $12/3$	31,20	001	Where To nstruction	File in the s)
Name of person filing thi	s return		A Identify	ying nu	mber				
	& CO. & SUBSIDIARIE			773					
5400 BROKEN	te no. (or P.O. box no. if mail is not delivered to SOUND BLVD SUITE	street address)	B Catego		r (See page 2 o				
City or town, state, and 2		300			(1) rcentage of vot	(2)	(3)	(4)	
BOCA RATON,	FL 33487		1		end of its annu				100%
	01/01 , 2000, and	ending $12/3$			2000	4,400041141	ig peni		100%
D Person(s) on whose	behalf this information return is filed:			~					
(1) Name	•	2) Address		(3) Ide	entifying num				le box(es)
				<u> </u>		ho	are- lder	Officer	Director
									
									
Important: Fill in all app	olicable lines and schedules. All inform	ation MUST be	in the English	langua	ge. All amou	nts MUST	be s	tated in U	.S. dollars
	wise indicated. reign corporation's functional currency	► Mala	da Dina						
1a Name and address of	f foreign corporation	Malays	ila King	git	h rm			_4:	
W.R. GRACE	(MALAYSIA) SDN				D Em	pioyer iae	entifica	ation num	ber, if any
43200 CHERA	·				C Coi	intry und	er wh	ose laws i	ncorp
	ARUL, MALAYSIA					LÁYS			
d Date of incorporation	e Principal place of business		Principal busin		, ₁ -	cipal bus			
3/23/73	MALAYSIA		code number	. ,				MICAL	1
	information for the foreign corporation	a's accounting r	32590	boyo	PK	ODUC'	I. M	FG	
a Name, address, and	identifying number of branch office or		If a U.S. incon		eturn was file	d please	ehov		
(if any) in the United	States							ncome tax	naid
			(i) Taxable ii	ncome d	or (loss)			all credits	
C Name and address o	f foreign corporation's statutory or resi	dent d	Name and ad	drong (is	actualina a a s				
agent in country of in	corporation		Name and ade person (or per	rsons) w	ith custody	of books	& reco	ords of the	foreign
			corporation, a	nd the k	ocation of su	ch books	and	records, if	different
	OUSE SVC. SDN.BHD.		ЕЕ АН Н						
288 JALAN R		7	LORONG	1,	JALAN	SATU			
	LUMPUR, MALAYSIA	4	3200 CH	ERAS	JAYA,	MALA	AYS	IA	
Part I ALL Class	es of Stock	111							
			(b)	Numbe	r of shares is	ssued and	d outs	tanding	
(a) Des	cription of each class of stock		(i) Beginnii					d of annua	al
COMMON			accounti	ing peri	od			nting perio	
COMMON				10	,000			10,	000
Part II Additional	Information for PREFERREI	D Stock							
(To be compl	eted only by Category (1) filers for for	eign personal h	olding compa	nies.)					
(a) Description	of each class of PREFERRED stock		(b) Par value	in			(d)	Indicate	whether
(Note: This desc description	ription should match the correspondin n entered in Part I, column (a).)	g f	unctional curre		(c) Rate of	dividend	stoc	ck is cumu	ılative or
	- Column (a).)			-			<u> </u>	noncumul	ative
							-		
or Paperwork Reduction	Act Notice, see page 1 of the sepa	rate Instruction	18				Form	E471 (D	4 0-1

W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99)

W.R. GRACE (MALAYSIA) SDN

65-0773649

Page 2

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R.GRACE & COCONN 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	10,000	10,000	
*A WHOLLY OWNED SUBSIDIARY OF W. R. GRACE & CO.				
ichedule C Income Stateme	ent (See page 4 of the instructions.)			100

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

			T	F	
	12	Grana recoints or color	-	Functional Currency	U.S. Dollars
	la h	Gross receipts or sales	1a	22,492,975.	5,919,251.
		Returns and allowances	1b	752,159.	197,938.
		Subtract line 1b from line 1a	1c	21,740,816.	5,721,313.
	2	Cost of goods sold	2	13,029,981.	3,428,970.
Income	3	Gross profit (subtract line 2 from line 1c)	3	8,710,835.	2,292,343.
	4	Dividends	4		
	5	Interest	5	-89,932.	-23,667.
	6	Gross rents, royalties, and license fees	6		
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	38,170.	10,045.
	9	Total income (add lines 3 through 8)	9	8,659,073.	2,278,721.
	10	Compensation not deducted elsewhere	10	1,225,775.	322,575.
	11	Rents, royalties, and license fees	11	1,179,421.	310,377.
	12	Interest	12	6,165.	1,622.
Deduc-	13	Depreciation not deducted elsewhere	13	231,549.	60,934.
tions	14	Depletion	14		
	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15		
	16	Other deductions (attach schedule exclude provision for income, war profits, and			
		excess profits taxes)	16	6,363,198.	1,674,540.
	17	Total deductions (add lines 10 through 16)	17	9,006,108.	2,370,048.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the		, ,	
		provision for income, war profits, and excess profits taxes (subtract line 17			
		from line 9)	18	-347,035.	-91,327.
Net Income	19	Extraordinary items and prior period adjustments (see instructions)	19	31//033.	71,327.
income	20	Provision for income, war profits, and excess profits taxes (see instructions)	20	553,509.	145,661.
		(553,303.	143,001.
	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	-900,544.	-236,988.
CAA	9	54712 NTF 20511	J		230,230.

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000774 08/29/2001W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99) W.R. GRACE (MALAYSIA) SDN 65-0773649

	s Profits Taxes Paid or Accrued (See page 4 of instructions.) Amount of tax					
(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars			
U.S.						
MALAYSIA	873,754.	0.2631576	229,935			

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual	(b) End of annual
1	Cash	1	accounting period 71,536.	accounting period
2a	Trade notes and accounts receivable.	2a	1,599,278.	733,486.
b	Less allowance for bad debts	2b		1,870,347.
3	Inventories	3	(94,537.) 389,452.	
4	Other current assets (attach schedule)	4		244,311.
5	Loans to stockholders and other related persons.	5	10,839.	6,478.
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7	F2 240	
8a	Buildings and other depreciable assets		52,342.	
b	Less accumulated depreciation	8a	758,318.	744,735.
9a	Depletable assets.	8b	(383,841.)	(426,959.
b	Less accumulated depletion.	9a		
10	Land (net of any amortization)	9b	()	(
11	Intangible assets:	10		
а	Goodwill			
b	Organization costs	11a		
C	Patents, trademarks, and other intangible assets	11b		
d	Less accumulated amortization for lines at the least a	11c		
12	Less accumulated amortization for lines 11a, b, and c	11d		<u> </u>
	other about (attach schedule)	12	210,176.	147,329.
13	Total assets	13	2,613,563.	3,283,861.
	Liabilities and Stockholders' Equity	3300	27013,303.	3,203,001.
14	Accounts payable	14	365,222.	604 111
15	Other current liabilities (attach schedule)	15		624,111. 1,860,593.
16	Loans from stockholders and other related persons.	16	967,860.	
17	Other liabilities (attach schedule)	17	0.	913,632.
18	Capital stock:		<u> </u>	0.
а	Preferred stock	18a		
b	Common stock.	18b	2 (22	
19	Paid-in or capital surplus (attach reconciliation).	19	2,632.	2,632.
20	Retained earnings	20	0.	117 17
21	Less cost of treasury stock	21	646,610.	-117,107.
		21	()	()
22	Total liabilities and stockholders' equity	22	2,613,563.	3 283 861
	Does the foreign corporation have an interest in a partnership or trust?			Yes X No
AA	9 54713 NTF 20512			· I res M No

Case 01-01139-AMC Doc 1093-25 Filed 11/07/01 Page 17 of 47

08/29/2001W. R. GRACE & CO. & SUBSIDIARIES 000774 65-0773649 W.R. GRACE (MALAYSIA) SDN Page 4 Form 5471 (Rev. 1-99) Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional Schedule H currency.) -900,544. Current year net income or (loss) per foreign books of account..... Net adjustments made to line 1 to determine current Net Net earnings and profits according to U.S. financial and tax Subtractions Additions accounting standards (see instructions): a Capital gains or losses..... e Charges to statutory reserves..... 320,245 **q** Taxes..... 3,196,004. **h** Other (attach schedule) SEE . STATEMENT 3,196,004. Total net subtractions..... 1,975,215. 5a **5a** Current earnings and profits (line 1 plus line 3 minus line 4) 5c 1,975,215. C Combine lines 5a and 5b..... d Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) 5d 519,798. and the related regulations)(see instructions)..... 0.2631600 Enter exchange rate used for line 5d ▶ Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.) Schedule I 1 2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)..... Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the 3 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D 4 5 0. Total of lines 1 through 5. Enter here and on your income tax return..... 6 6 7 7 8 Exchange gain or (loss) on a distribution of previously taxed income..... Yes Nο

CAA 9 54714 NTF 20513

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If the answer to either question is "Yes," attach an explanation.

SCHEDULE J (Form 5471)

(Rev. January 1999)
Department of the Treasury
Internal Revenue Service

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number 65-0773649

Name of foreign corporation

	Important. Enter amounts in functional	(a) Post-1986 Undistributed	(b) Pre-1987 E&P Not Previously		sly Taxed E&P (see is 959(c)(1) and (2) b		(d) Total Section
	currency.	Earnings (post-86 section 959(c)(3) balance)	Taxed (pre-87 section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	964(a) E&P (combine columns (a), (b), and (c))
1	Balance at beginning of year	2,264,196.	-209,873.				2,054,323
2a	Current year E&P	1,975,215.					
b	Current year deficit in E&P						
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	4,239,411.	-209,873.				
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year				3	C 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8	
5a	Actual distributions or reclassifications of previously taxed E&P						
b	Actual distributions of nonpreviously taxed E&P	2,779,979.					
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0	0.	0.	
b	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	1,459,432.	-209,873.				
7	Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	1,459,432.	-209,873.	0.	0.	0.	1,249,559

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 1-99)

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NTF 20884

9 5471J1

SCHEDULE M (Form 5471)

Transactions Between Controlled Foreign Corporation and **Shareholders or Other Related Persons**

(Rev. January 1999) Department of the Treasury

► Attach to Form 5471.

OMB No. 1545-0704

Name of person filing Form 5471 Identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

W.R. GRACE (MALAYSIA) SDN

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule
Malaysia Ringgit 0.2631600

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(C) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade					
(inventory)	İ		23,266.		
2 Sales of property rights					
(patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license					
fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for					
insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	23,266.	0.	0
10 Purchases of stock in trade			23,200.	0.	
(inventory)	18,985.		610,533.		
11 Purchases of tangible property			010,333.		
other than stock in trade					
12 Purchases of property rights					
(patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services.			200,413.		
			200,110.		
14 Commissions paid					
15 Rents, royalties, and license					
fees paid	140,108.				
16 Dividends paid			731,551.		
17 Interest paid	23,666.				
18 Add lines 10 through 17	182,759.	0.	1,542,497.	0.	0
19 Amounts borrowed (enter the					
maximum loan balance during					
the year) see instructions	775,960.				
20 Amounts loaned (enter the					
maximum loan balance during					
the year) see instructions				1	

For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 5471.

9 5471M1 NTF 20515A

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000774 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE (MALAYSIA) SDN

Statement 1 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	38,170	10,045
Total	38,170	10,045
		============

000774 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE (MALAYSIA) SDN

Statement 2 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION CHARITABLE DEDUCTIONS ADVERTISING	194,029 1,060 88,589	51,061 279
GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS	88,260 678,367	23,313 23,227 178,519
OPERATING COSTS UTILITIES REPAIRS AND MAINTENANCE	1,124,180 25,541	295,839 6,721
INSURANCE SERVICE CHARGES	25,341 74,955 43,444	6,669 19,725 11,433
EXPENSE TRANSFERS OTHER DEDUCTIONS	-17,599 3,196,019	-4,631 841,064
INTER CORP OTHER EXP. Total	841,012 6,363,198	221,321 1,674,540
	=======================================	=======================================

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000774 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE (MALAYSIA) SDN

Statement 3 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	10,839	6,478
Total	10,839	6,478

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000774 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE (MALAYSIA) SDN Statement 4 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	52,342	52,343
Total	52,342	52,343
		==========

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000774 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE (MALAYSIA) SDN Statement 5 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	210,176	147,329
Total	210,176	147,329

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000774 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE (MALAYSIA) SDN Statement 6 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE ACCRUED CURRENT LIABILITI INTER CORPORATE BAL. WITH INCOME TAXES PAYABLE INDEMNITIES, PENSIONS AND INTRA CORPORATE	3,283 182,233 445,723	92,718 611,865 596,722 14,916 544,483 -111
Total	631,239	1,860,593

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000774 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE (MALAYSIA) SDN

Statement 7 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Additions (Schedule H, Line 2h)

Description	Amount
Non-deductible accrual for prior year taxes Miscellaneous	3,196,000
Total	3,196,004

Form 5471	Infor	mation F	leturn o	f U.S. Pe	erson	s With		OMB No.	1545-0704
(Rev. January 1999)	Respect To Certain Foreign Corporations > See separate Instructions.						File in Duplicate		
Department of the Treasury	Information furnished for the foreign corporation's annual accounting period (tax year required by					(see Wher Where To	File in the		
Name of person filing this		istructions) begi	nning 01/0	A Identif			, 2000	instruction	s)
W. R. GRACE & C		ARTES		1	77364.				
Number, street, & room or suit			to street address				the instructi	ons, Check app	licable
5400 BROKEN SOU	· - ·		10 011 001 11 11 11 11	box(es))		(1)		(3) \(\begin{array}{c} (4) \(\beta \end{array} \)	7 ~
City or town, state, and Z				C Enter th	e total per			ne foreign corpo	_ ``
BOCA RATON, FL	33487			I		end of its annual			100 %
Filer's tax year beginning (01/01	, 2000 ,an	dending $12/$	31	, 2	000			
D Person(s) on whose	behalf this informatio	n return is filed:							
(1) Name			(2) Address		(3) Ide	ntifying numb		eck applicab	le box(es)
			(z) //da/055		(0) 140		Shar hold	e- Officer	Director
									ļ
									-
									<u> </u>
Important: Fill in all app		edules. All infor	mation MUST	be in the Englis	h languag	ge. All amoun	ts MUST b	oe stated in U	I.S. dollars
	wise indicated.			aia Diamai	_				
1a Name and address of	eign corporation's fu		y Malay	sia kinggi	<u>. L</u>	h Emn	lover iden	tification num	bor if any
W.R. GRACE SE						D EIMP	noyer iden	incailori fluiri	iber, ir arīy
Lot 114 Geber			P O Box	30 Balak		C COII	ntry under	whose laws	incorp
26080 Kuantar			I.O. DOX	30 Baran		1	LAYSIA	WHOSE ILWS	псогр.
d Date of incorporation		place of busines	ss	f Principal bus	siness act			ess activity	
•				code numbe		, , •	•	CHEMICAL	
12/12/91	MALAYSI	A		32590	0	PRO	DUCT N		
2 Provide the following	information for the f	oreign corporati	on's accountin	g period stated	above.				
a Name, address, and		of branch office of	or agent	b If a U.S. inco	me tax re	eturn was file	d, please s	show:	
(if any) in the United	States		-	(i) Taxable income or (lo		or (lone)	(ii) U.S. income tax		x paid
NONE			L) (1033)	(a		after all credits)
			1						
C Name and address o agent in country of in		's statutory or re	esident		ersons) v and the l	vith custody o	f books &	artment, if ap records of th and records, i	e foreign
Schedule A Sto	ck of the Forei	an Corporat	ion						
Part I ALL Class		g 00.p0.a.							
				(1) Numbe	er of shares is	sued and	outstanding	
(a) Des	scription of each clas	s of stock			ning of ar) End of annu	ıal
	•			(,)	nting peri			counting peri	
ORDINARY SHARES				5,000,002			5,000,	002	
PREFERENCE SHAR	ES			101,282			101,		
	leted only by Categ	ory (1) filers for t	foreign person	al holding comp	panies.)				
(Note: This desc	n of each class of PF cription should matcl on entered in Part I,	h the correspond		(b) Par valu functional cu		(c) Rate of	dividend	(d) Indicate stock is cum noncume	nulative or
For Paperwork Reduction	n Act Notice, see p	age 1 of the se	parate Instruc	tlons.			<u> </u> F	orm 5471 (Rev. 1-99

W. R. GRACE & CO. & SUBSIDIARIES

W.R. GRACE SPECIALTY CHEM

65-0773649

Form 5471 (Rev. 1-99)	ACE SPECIALTY CHEM	65-0773	3649	Page 2
Schedule B U.S. Shareholde	rs of Foreign Corporation (See page 4 of the	instructions.)		
(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R.GRACE &COCONN	ORDINARY SHARES	5,000,002	5,000,002	
7500 GRACE DRIVE	PREFERENCE SHARES	101,282	101,282	
COLUMBIA, MD 21044				
13-5114230				
*A WHOLLY OWNED				
DOMESTIC SUBSIDIARY				
OF W.R. GRACE & CO.				
				_
		-		-
				100
Cohodula C Incomo Statema	TO COLUMN A STATE OF A			100

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

-				Functional Currency	U.S. Dollars
	1a	Gross receipts or sales	1a	60,903,928.	16,027,478.
		Returns and allowances	1b		
	С	Subtract line 1b from line 1a	1c	60,903,928.	16,027,478.
	2	Cost of goods sold	2	31,700,706.	8,342,358.
•	3	Gross profit (subtract line 2 from line 1c)	3	29,203,222.	7,685,120.
Income	4	Dividends	4		
	5	Interest	5	609,259.	160,333.
	6	Gross rents, royalties, and license fees	6		
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule)	8	1,095,956.	288,412.
	9	Total income (add lines 3 through 8)	9	30,908,437.	8,133,865.
	10	Compensation not deducted elsewhere	10	3,818,176.	1,004,791.
	11	Rents, royalties, and license fees	11	1,422,153.	374,254.
	12	Interest	12		
Deduc-	13	Depreciation not deducted elsewhere	13	8,525,957.	2,243,691.
tions	14	Depletion	14		
	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15	97,374.	25,625.
	16	Other deductions (attach schedule exclude provision for income, war profits, and			
		excess profits taxes)	16	4,708,122.	1,238,989.
***************************************	17	Total deductions (add lines 10 through 16)	17	18,571,782.	4,887,350.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the	0.00000		
		provision for income, war profits, and excess profits taxes (subtract line 17			
Net		from line 9)	18	12,336,655.	3,246,515.
Income	19	Extraordinary items and prior period adjustments (see instructions)	19		
moonic	20	Provision for income, war profits, and excess profits taxes (see instructions)	20	40,224.	10,586.
	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	12,296,431.	3,235,929.

9 54712 NTF 20511

W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99) W.R. GRACE SPECIALTY CHEM

65-0773649

Page 3

	ss Profits Taxes Paid or Accrued (See page 4 of instructions.) Amount of tax					
(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars			
U.S.						
MALATSIA	60,023.	0.2631824	15,797			

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	1,726,618.	9,318,244.
2a	Trade notes and accounts receivable.	2a	1,848,540.	2,206,153.
D	Less allowance for bad debts	2b	(-110,531.)	
3	Inventories	3	1,880,898.	1,891,259.
4	Other current assets (attach schedule)SEE.STATEMENT.3	4	47,269.	67,024.
5	Loans to stockholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7	0.	0.
8a	Buildings and other depreciable assets	8a	28,004,536.	28,680,749.
b	Less accumulated depreciation	8b	(5,361,473.)	(7,630,575.
9a	Depletable assets	9a	,	(1,000,000
b	Less accumulated depletion	9b	(1
10	Land (net of any amortization)	10	1,230,658.	1,210,162.
11	Intangible assets:			
а	Goodwill	11a		
b	Organization costs	11b		
С	Patents, trademarks, and other intangible assets	11c		
d	Less accumulated amortization for lines 11a, b, and c	11d	(1
12	Other assets (attach schedule)	12	2,687,270.	0.
13	Total assets	13	32,174,847.	35,840,389.
	Liabilities and Stockholders' Equity			33,040,389.
	Equity			
14	Accounts payable	14	847,461.	985,923.
15	Other current liabilities (attach schedule)	15	-19,409.	271,505.
16	Loans from stockholders and other related persons.	16	15,405.	271,305.
17	Other liabilities (attach schedule)	17	0.	
18	Capital stock:			0.
а	Preferred stock	18a	26,653.	26 652
b	Common stock	18b	1,315,790.	26,653.
19	Paid-in or capital surplus (attach reconciliation).	19		1,315,800.
20	Retained earnings	20	26,626,515.	26,626,718.
21	Less cost of treasury stock	21	3,377,837.	6,613,790.
		<u> </u>	()	(
	Total liabilities and stockholders' equity	00	22 154 045	0.00
22	Does the foreign corporation have an interest in a partnership or trust?	22	32,174,847.	35,840,389.

W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE SPECIALTY CHEM 65-0773649 Form 5471 (Rev. 1-99) Page 4 Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.) Current year net income or (loss) per foreign books of account.... Net adjustments made to line 1 to determine current Net earnings and profits according to U.S. financial and tax Net **Additions** Subtractions accounting standards (see instructions): a Capital gains or losses.... e Charges to statutory reserves..... Taxes.... 19,799 h Other (attach schedule) SEE . STATEMENT З. 0. 3. Total net subtractions..... 5a 12,276,635. 5b C Combine lines 5a and 5b.... 5c 12,276,635. d Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)..... 5d 3,230,719. Enter exchange rate used for line 5d ▶ 0.2631600 Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.) Schedule I 1 1 2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)..... 2 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the 4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D 4 5 5

Total of lines 1 through 5. Enter here and on your income tax return..... 6 0. 7 Exchange gain or (loss) on a distribution of previously taxed income. No

If the answer to either question is "Yes," attach an explanation. 9 54714 NTF 20513

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SCHEDULE J (Form 5471) (Rev. January 1999)

Department of the Treasury

Internal Revenue Service

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

Attach to Form F

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number
65-0773649

Name of foreign corporation

	Important. Enter	(a) Post-1986 Undistributed	(b) Pre-1987 E&P Not Previously		(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			
	amounts in functional currency.	Earnings (post-86 section 959(c)(3) balance)	Taxed (pre-87 section 959(c)(3) balance)	(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	964(a) E&P (combine columns (a), (b), and (c))	
1	Balance at beginning of year	11,648,273.					11,648,273	
2a	Current year E&P	12,276,635.		e de Maria de Sala. Camado de Sala de Sala				
b	Current year deficit in E&P							
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	23,924,908.						
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year							
5a	Actual distributions or reclassifications of previously taxed E&P							
b	Actual distributions of nonpreviously taxed E&P							
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.		
b	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	23,924,908.	0.					
7	Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	23,924,908.	0.	0.	0.	0.	23,924,908	

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 1-99)

CAA 9 5471J1 NTF 20884

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SCHEDULE M (Form 5471)

Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons

(Rev. January 1999)
Department of the Treasury
Internal Revenue Service

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Name of foreign corporation

Identifying number
65-0773649

W.R. GRACE SPECIALTY CHEM

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule Malaysia Ringgit 0.2631600

(d) Any other foreign corporation or partnership controlled by U.S. person filing this return (c) Any domestic (e) 10% or more U.S. pareholder of controlled (f) 10% or more U.S. shareholder of any (a) Transactions (b) U.S. person filing this return corporation or partnership controlled by U.S. person filing this return of foreign corporation corporation controlling the foreign corporation foreign corporation (other than the U.S. person filing this return) 1 Sales of stock in trade (inventory).......... 81,851. 6,571,158. 2 Sales of property rights (patents, trademarks, etc.).... 3 Compensation received for technical, managerial, engineering, construction, or like services...... 4 Commissions received 5 Rents, royalties, and license fees received..... 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). 7 Interest received 8 Premiums received for insurance or reinsurance..... **9** Add lines 1 through 8 0 81,851 6,571,158 0. 0. 10 Purchases of stock in trade (inventory)..... 1,482,318 312,036. 11 Purchases of tangible property other than stock in trade 12 Purchases of property rights (patents, trademarks, etc.).... 13 Compensation paid for technical, managerial, engineering, construction, or like services..... **14** Commissions paid..... 15 Rents, royalties, and license fees paid..... 17 Interest paid **18** Add lines 10 through 17 0 1,482,318. 312,036. 0. 0. 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . .

For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 5471.

CAA 9 5471M1 NTF 20515A

Case 01-01139-AMC Doc 1093-25 Filed 11/07/01 Page 33 of 47

000778 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE SPECIALTY CHEM

Statement 1 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	1,095,956	288,412
Total	1,095,956	288,412

000778 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE SPECIALTY CHEM

Statement 2 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION CHARITABLE DEDUCTIONS ADVERTISING GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS OPERATING COSTS UTILITIES REPAIRS AND MAINTENANCE INSURANCE SERVICE CHARGES EXPENSE TRANSFERS AMORTIZATION CHARGES OTHER DEDUCTIONS INTER CORP OTHER EXP. Total	578,577 2,500 144,605 237,595 1,112,244 228,246 426,358 212,558 535,092 380,121 -52,727 443,119 102,314 357,520	152,258 658 38,054 62,526 292,698 60,065 112,200 55,937 140,815 100,033 -13,876 116,611 26,925 94,085

Case 01-01139-AMC Doc 1093-25 Filed 11/07/01 Page 35 of 47

000778 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE SPECIALTY CHEM

Statement 3 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	47,269	67,024
Total	47,269	67,024

Case 01-01139-AMC Doc 1093-25 Filed 11/07/01 Page 36 of 47

000778 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE SPECIALTY CHEM

Statement 4 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

	Detail	Description	Beginning	Ending
OTHER	ASSETS		2,687,270	
i	Total		2,687,270	0
				===========

Case 01-01139-AMC Doc 1093-25 Filed 11/07/01 Page 37 of 47

000778 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE SPECIALTY CHEM

Statement 5 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE ACCRUED CURRENT LIABILITI INTER CORPORATE BAL. WITH	5,395 759,986 -784,790	3,834 927,945 -660,274
Total	-19,409	271,505

Case 01-01139-AMC Doc 1093-25 Filed 11/07/01 Page 38 of 47

000778 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES W.R. GRACE SPECIALTY CHEM

Statement 6 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
	0	0
Total	0	0
Total	0	(

Case 01-01139-AMC Doc 1093-25 Filed 11/07/01 Page 39 of 47

000778 08/29/2001 Statement 7
W. R. GRACE & CO. & SUBSIDIARIES 65-0773649
W.R. GRACE SPECIALTY CHEM

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Additions (Schedule H, Line 2h)

Description Amount

Other Net Additions 3

Total

Form 5471		ormation Return						0	MB No.	1545-0704
(Rev. January 1999)	Res	spect To Certain			orpo	ration	S	FI	lle in Du	plicate
	Information furni	► See sepa shed for the foreign corporation				al (*a	an an airea at la c		ee Wher	
Department of the Treasury Internal Revenue Service	section 898) (see	e instructions) beginning 01	/01	2000	ng peno and endi	or (tax year)	requirea by	√ Isaa	thana Ta	File in the
Name of person filing thi		,	., •	A Identify) <u> </u>	<i>y</i> 0[III	Struction	5)
W. R. GRACE					7736					
		if mail is not delivered to street add	ress)	B Categor	ry of filer	(See page 2 o	f the instruc	tions.	Check app	licable
		D SUITE 300		box(es)):		(1)	(2)	(3)	(4)	
City or town, state, and 2 BOCA RATON,				1		centage of vot				
	01/01	2000 1	2/21	you owne		nd of its annu	al accounting	perio	d	100%
D Person(s) on whose			2/31		, 2	000				
<u> </u>	Derian this information	ation return is filed.			T	-	(4) (hook	annliaah	lo hov(os)
(1) Name	•	(2) Address	3		(3) Ide	ntifying num	nber Sha		Officer	le box(es)
							holi	der		Director
										
										
Important: Fill in all app	olicable lines and	schedules. All information MU:	ST be in	the English	languag	e. All amou	nts MUST	be sta	ated in U	.S. dollars
unless othe	rwise indicated.									
		s functional currency► Mex	ican	Peso						
1a Name and address of						b Em	ployer ide	ntificat	tion num	ber, if any
GRACE CONT	AINER, SA	deCV								
52600, TIN	ABELA S/I	N PARQUE IND ST	GO,	TIANGU	STEN	1	untry unde	r who	se laws i	ncorp.
d Date of incorporation		al place of business	f D				EXICO			
• bate of mediporation	· · · · · ·	al place of business		incipal busir de number		, , ,	ncipal busi		•	
11/22/71	MEXIC	' O		32590		1	HER C			ı
		e foreign corporation's accour	ntina per			FF	CDUCI	1411		
a Name, address, and	identifying numbe	r of branch office or agent		a U.S. incon		turn was file	ed please	show		
(if any) in the United		3			· · · · · ·		1		come tax	naid
				(i) Taxable ir	ncome o	r (loss)			all credits	
										.,,
agent in country of ir		on's statutory or resident	d Na	ame and add	dress (in	cluding corp	oorate dep	artme	ent, if app	olicable) o
agoni in country of it	oorporuson		CO	rson (or per rporation, a	nd the lo	itti custody ication of st	oi books a ich books	reco	ras ot the ecords if	offerent
			l l	HUERTA					000140, 11	dinordin
			G	HUERIA	•					
Schedule A Sto	ck of the For	eign Corporation								
Part I ALL Class										
				(b)	Numbe	r of shares i	ssued and	outst	tandina	*********
(a) Des	scription of each cl	ass of stock		(i) Beginni					of annu	al
			accounting period				accounting period			
SHARES				234	,993	,704	2	34,	993,	704
			-							
Dort II Addistance	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	for DDEFERRED OF					<u> </u>			
(To be comp	i iniormation leted only by Cate	for PREFERRED Stock egory (1) filers for foreign pers	(onal hol	dina compo	nina \					
			J 1101	чну соттра	ines.)					
		PREFERRED stock tch the corresponding	(b) Par value	in	(a) Pata of	dividond		Indicate	
descripti	on entered in Part	I, column (a).)	fur	ctional curre	ency	(c) Rate of	uiviuend	1	k is cumu noncumu	
								-		
For Paperwork Reductio	n Act Notice, see	page 1 of the separate Instr	uctions					orm	5471 (F	Rev. 1-99)

W. R. GRACE & CO. & SUBSIDIARIES

Form 5471 (Rev. 1-99)

GRACE CONTAINER, SA deCV

65-0773649

Page 2

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(C) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata shar of subpart F income (enter as a percentage)
*W. R. GRACE & CO CONN	SHARES	234,993,704	234,993,704	
7500 GRACE DRIVE				
COLUMBIA, MD. 21044				_
* A WHOLLY OWNED				
FOREIGN SUBSIDIARY OF				
W. R. GRACE & CO.				-
				-
				1
				4
TOTAL MINASAN IN CO. T. C.				
				-
				1
		+		10

Schedule C Income Statement (See page 4 of the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

			l	Functional Currency	U.S. Dollars
	1a	Gross receipts or sales	1a	135,339,600.	14,294,569.
	b	Returns and allowances	1b	3,606,363.	380,904.
	С	Subtract line 1b from line 1a	1c	131,733,237.	13,913,665.
	2	Cost of goods sold	2	94,358,023.	9,966,094.
	3	Gross profit (subtract line 2 from line 1c)	3	37,375,214.	3,947,571.
Income	4	Dividends	4		
	5	Interest	5	380,160.	40,152.
	6	Gross rents, royalties, and license fees	6		
	7	Net gain or (loss) on sale of capital assets	7		
	8	Other income (attach schedule) SEE STATEMENT, 1	8	1,716,426.	181,289.
	9	Total income (add lines 3 through 8)	9	39,471,800.	4,169,012.
	10	Compensation not deducted elsewhere	10	22,380,659.	2,363,845.
	11	Rents, royalties, and license fees	11	9,411,822.	994,077.
	12	Interest	12	146,386.	15,461.
	13	Depreciation not deducted elsewhere	13	6,948,151.	733,864.
Deduc- tions	14	Depletion	14		
110113	15	Taxes (exclude provision for income, war profits, and excess profits taxes)	15	124,808.	13,182.
	16	Other deductions (attach schedule exclude provision for income, war profits, and			
		excess profits taxes)	16	5,800,598.	612,661.
	17	Total deductions (add lines 10 through 16)	17	44,812,424.	4,733,090.
	18	Net income or (loss) before extraordinary items, prior period adjustments, and the			
		provision for income, war profits, and excess profits taxes (subtract line 17	295.30 100.00		
		from line 9)	18	-5,340,624.	-564,078.
Net Income	19	Extraordinary items and prior period adjustments (see instructions)	19		
HICOING	20	Provision for income, war profits, and excess profits taxes (see instructions)	20	1,617,330.	170,822.
	21	Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	-6,957,954.	-734,900.

W. R. GRACE & CO. & SUBSIDIARIES

GRACE CONTAINER, SA deCV

65-0773649

		Amount of tax	
(a) Name of country or U.S. possession	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.	1776 1777 288484844		
2 Mexico	1,147,025.	0.1057610	121,311
3			
1			
7			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

	Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	-139,611.	185,559.
2a	Trade notes and accounts receivable	2a	4,158,952.	3,031,976.
b	Less allowance for bad debts	2b	(-470,374.)	(-163,094.)
3	Inventories	3	1,694,232.	2,176,067.
4	Other current assets (attach schedule)SEE.STATEMENT.3	4	627,667.	9,896.
5	Loans to stockholders and other related persons	5		
6	Investment in subsidiaries (attach schedule)	6		
7	Other investments (attach schedule)	7	0.	0.
8a	Buildings and other depreciable assets	8a	10,688,409.	10,748,484.
b	Less accumulated depreciation	8b	(5,206,463.)	(5,834,001.)
9a	Depletable assets	9a		
b	Less accumulated depletion	9b	()	()
10	Land (net of any amortization)	10	842,430.	832,723.
11	Intangible assets:			
а	Goodwill	11a		
b	Organization costs	11b		
С	Patents, trademarks, and other intangible assets	11c	·	
đ	Less accumulated amortization for lines 11a, b, and c	11d	()	(
12	Other assets (attach schedule)SEE . S.T.A.T.EMENT . 4	12	-287,467.	0.
13	Total assets	13	12,848,523.	11,313,798.
	Liabilities and Stockholders' Equity			
14	Accounts payable	14	1,343,963.	887,134.
15	Other current liabilities (attach schedule) SEE . STATEMENT . 5	15	1,413,297.	261,236.
16	Loans from stockholders and other related persons.	16	4,429,949.	5,445,956.
17	Other liabilities (attach schedule)	17	0.	0.
	Capital stock:			
18		18a		
18 a	Capital stock:	18a 18b	2,484,121.	2,455,499.
18 a b	Capital stock: Preferred stock		2,484,121. 5,276,604.	2,455,499. 5,215,805.
18 a	Capital stock: Preferred stock. Common stock.	18b	5,276,604.	
18 a b 19 20	Capital stock: Preferred stock. Common stock. Paid-in or capital surplus (attach reconciliation).	18b 19		5,215,805.
18 a b 19	Capital stock: Preferred stock. Common stock. Paid-in or capital surplus (attach reconciliation). Retained earnings	18b 19 20	5,276,604.	5,215,805.

W. R. GRACE & CO. & SUBSIDIARIES

GRACE CONTAINER, SA deCV 65-0773649 Form 5471 (Rev. 1-99) Page 4 Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.) Current year net income or (loss) per foreign books of account...... -6,957,954. Net adjustments made to line 1 to determine current Net Net earnings and profits according to U.S. financial and tax Additions **Subtractions** accounting standards (see instructions): **e** Charges to statutory reserves..... g Taxes..... 470,305. SER STMT. 6 0. 470,305. 3 Total net subtractions..... 3. 5a -6,487,652. 5b -6,487,652. C Combine lines 5a and 5b. d Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) 5d -685,226. Enter exchange rate used for line 5d > Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.) Schedule 1 1 2 2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)..... Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the 3 4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D 4 5 6 0. 7

Exchange gain or (loss) on a distribution of previously taxed income.

8

Yes Nο

If the answer to either question is "Yes," attach an explanation.

9 54714 NTF 20513

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SCHEDULE J (Form 5471)

Accumulated Earnings and Profits (E&P) of Controlled Foreign Corporation

(Rev. January 1999)

Amounts included under section 951(a) or

taxed E&P

OMB No. 1545-0704

Department of the Treasury Internal Revenue Service ► Attach to Form 5471. Name of person filing Form 5471 Identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation GRACE CONTAINER, SA deCV (a) Post-1986 (b) Pre-1987 E&P (c) Previously Taxed E&P (see instructions) (d) Total Section Important. Enter Úndistributed Not Previously (sections 959(c)(1) and (2) balances) 964(a) E&P amounts in functional Earnings (post-86 Taxed (pre-87 (ii) Earnings Invested in Excess Passive Assets (i) Earnings Invested in U.S. Property (iii) Subpart F (combine columns currency. section 959(c)(3) section 959(c)(3) Income balance) balance) (a), (b), and (c)) 1 Balance at beginning of year 14,299,492 -14,299,492. 2a Current year E&P **b** Current year deficit in E&P 6,487,652 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, 20,787,144 minus line 2b)

	reclassified under sec. 959(c) in current year				
5a	Actual distributions or reclassifications of previously taxed E&P				
b	Actual distributions of nonpreviously			No. 100 CO 600 CO 600 SSA 1000	

6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a) 0 0 0 **b** Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b) 20,787,144 0 Balance at end of year

Ω

0

0

For Paperwork Reduction Act Notice, see page 1 of the separate Instructions for Form 5471.

20,787,144.

Schedule J (Form 5471) (Rev. 1-99)

-20,787,144.

9 5471J1 NTF 20884

(Enter amount from line 6a or line 6b, whichever is

applicable)

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000292 08/29/2001

SCHEDULE M (Form 5471)

Transactions Between Controlled Foreign Corporation and Shareholders or Other Related Persons (Rev. January 1999) Department of the Treasury Internal Revenue Service

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471 identifying number W. R. GRACE & CO. & SUBSIDIARIES 65-0773649 Name of foreign corporation

GRACE CONTAINER, SA deCV

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the Enter the relevant functional currency and the exchange rate used throughout this schedule
Mexican Peso 0.1056200

(c) Any domestic corporation or partnership controlled by U.S. person filing (f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation (d) Any other foreign (e) 10% or more U.S. (a) Transactions (b) U.S. person filing this return of foreign corporation partnership controlled by U.S. person filing this return person filing this return) 1 Sales of stock in trade (inventory)...... 63,036. 855,080. 2 Sales of property rights (patents, trademarks, etc.).... 3 Compensation received for technical, managerial, engineering, construction, or like services. 197. 4 Commissions received 5 Rents, royalties, and license fees received..... 6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income). 7 Interest received 8 Premiums received for insurance or reinsurance..... 9 Add lines 1 through 8 63,036. 0. 855,277. 0 0. 10 Purchases of stock in trade (inventory)..... 1,252,620. 187,914. 11 Purchases of tangible property other than stock in trade 12 Purchases of property rights (patents, trademarks, etc.). 13 Compensation paid for technical, managerial, engineering, construction, or like services..... 216,732. 510,656. 14 Commissions paid..... 15 Rents, royalties, and license 681,026. 16 Dividends paid 529,919. 18 Add lines 10 through 17 2,150,378. 0 1,228,489 0. 0. 19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . . 5,539,340. 20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions .

For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 5471. 9 5471M1 NTF 20515A

Schedule M (Form 5471) (Rev. 1-99)

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000292 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES GRACE CONTAINER, SA deCV

Statement 1 65-0773649

Tax Year Ended 12/31/2000

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Other Income

Description	Functional Currency	U.S. Dollars
OTHER INCOME	1,716,426	181,289
Total	1,716,426	181,289

000292 08/29/2001 W. R. GRACE & CO. & SUBSIDIARIES GRACE CONTAINER, SA deCV

Statement 2 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION CHARITABLE DEDUCTIONS ADVERTISING GENERAL STATIONARY AND SU TELEPHONE COMMUNICATIONS OPERATING COSTS REPAIRS AND MAINTENANCE INSURANCE EXPENSE TRANSFERS OTHER DEDUCTIONS INTER CORP OTHER EXP.	2,411,490 11,500 298,113 903,998 7,401,808 1,711,502 884,242 1,402,682 -12,779,485 -3,358,164 6,912,912	254,702 1,215 31,487 95,480 781,779 180,769 93,394 148,151 -1,349,769 -354,689 730,142
Total	5,800,598	612,661